

MONEYGRAM INTERNATIONAL INC
 Form 4
 April 04, 2014

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Rao Gnaneshwar B.

2. Issuer Name and Ticker or Trading Symbol
 MONEYGRAM INTERNATIONAL INC [MGI]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 04/02/2014

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O THOMAS H. LEE PARTNERS, L.P., 100 FEDERAL STREET, 35TH FLOOR

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

BOSTON, MA 02110

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)	
			Code	V	Amount			
					(A) or (D)			
					Price			
Common Stock	04/02/2014		S		4,455,304 <u>(1)</u>	D	\$ 16 <u>(4)</u> 31,922,950 I	See Footnote <u>(2)</u> <u>(3)</u>
Common Stock	04/02/2014		S		8,185,092 <u>(1)</u> <u>(5)</u>	D	\$ 16.25 23,737,858 I	See Footnote <u>(2)</u> <u>(3)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rao Gnaneshwar B. C/O THOMAS H. LEE PARTNERS, L.P. 100 FEDERAL STREET, 35TH FLOOR BOSTON, MA 02110	X			

Signatures

/s/ Gnaneshwar
B. Rao 04/02/2014
**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Represents shares of the Issuer held by Thomas H. Lee Equity Fund VI, L.P. ("Equity"), Thomas H. Lee Parallel Fund VI, L.P. ("Parallel"), Thomas H. Lee Equity Parallel (DT) Fund VI, L.P. ("DT"), THL Equity Fund VI Investors (MoneyGram), LLC ("Investors"), THL Coinvestment Partners, L.P. ("Coinvest"), THL Operating Partners, L.P. ("Operating") and THL Managers VI, LLC ("Managers"; together with Equity, Parallel, DT, Investors, Coinvest, Operating the "THL Funds"), as well as Great-West Investors, L.P. ("Great West") and Putnam Investments Employees' Securities Company III, LLC ("Putnam III").
- The Reporting Person is a Managing Director of Thomas H. Lee Partners, L.P., which is (a) the general partner of Coinvest and Operating, (b) the managing member of Managers and (c) the sole member of THL Equity Advisors VI, LLC which in turn is the general partner of Equity, Parallel and DT and the managing member of Investors. Thomas H. Lee Advisors, LLC is the attorney-in-fact of Great West and for Putnam Investments, LLC, which is the managing member of Putnam Investments Holdings, LLC which in turn is the managing member of Putnam III. Due to contractual relationships with Thomas H. Lee Partners, L.P., Great West and Putnam III are required to sell securities pro rata with the THL Funds. By virtue of these relationships, the Reporting Person may be deemed to beneficially own the shares of the Issuer owned directly by each of the THL Funds, Great West and Putnam III.

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- (Continuation of Footnote 2) The Reporting Person disclaims beneficial ownership of such shares, and this report shall not be deemed an
- (3) admission that the reporting person is the beneficial owner of such securities for the purpose of Section 16 or for any other purpose, except to the extent of his pecuniary interest therein.
 - (4) This amount represents the \$16.50 secondary public offering price per share of the Issuer's common stock less the underwriting discount of \$0.50 per share.
 - (5) Represents shares repurchased by the Issuer.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.